

<b>1) Application Purpose: Assignment of Authorization</b>	
<b>2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.</b>	<b>File Number:</b>
<b>2b) File numbers of related pending applications currently on file with the FCC:</b>	

### Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation? **Yes**

5a) Does this filing request a waiver of the Commission rules?  
If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. **No**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No**

## Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**  
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary**

### Licensee/Assignor Information

10) FCC Registration Number (FRN): <b>0003291192</b>			
11) First Name (if individual):		MI:	Last Name:
			Suffix:
12) Entity Name (if not an individual): <b>AT&amp;T Wireless PCS, LLC</b>			
13) Attention To: <b>David C. Jatlow</b>			
14) P.O. Box:		And / Or	15) Street Address: <b>1150 Connecticut Ave., NW, 4th Floor</b>
16) City: <b>Washington</b>		17) State: <b>DC</b>	18) Zip Code: <b>20036</b>
19) Telephone Number: <b>(202)223-9222</b>		20) FAX Number: <b>(202)223-9095</b>	

21) E-Mail Address:

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

## Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:		29) State:	30) Zip Code:
31) Telephone Number:		32) FAX Number:	
33) E-Mail Address:			

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:		39) State:	40) Zip Code:
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

## Assignee/Transferee Information

44) The Assignee is a(n): <b>Limited Liability Corporation</b>			
45) FCC Registration Number (FRN): <b>0003246055</b>			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>Triton PCS License Company, LLC</b>			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: <b>Daniel E. Hopkins</b>			
51) P.O. Box:	And / Or	52) Street Address: <b>1100 Cassatt Road</b>	
53) City: <b>Berwyn</b>		54) State: <b>PA</b>	55) Zip Code: <b>19312</b>
56) Telephone Number: <b>(610)651-5900</b>		57) FAX Number:	
58) E-Mail Address: <b>DHOPKINS@TRITONPCS.COM</b>			

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: <b>Christina</b>	MI: <b>H</b>	Last Name: <b>Burrow</b>	Suffix: <b>Esq</b>
60) Company Name: <b>Dow, Lohnes &amp; Albertson, PLLC</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>1200 New Hampshire Avenue, NW; #800</b>	

63) City: <b>Washington</b>	64) State: <b>DC</b>	65) Zip Code: <b>20036</b>
66) Telephone Number: <b>(202)776-2687</b>	67) FAX Number: <b>(202)776-2222</b>	
68) E-Mail Address: <b>cburrow@dowlohn.es.com</b>		

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<b>No</b>
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	<b>No</b>

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
79) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
80) Title: Vice President			
Signature: Douglas I Brandon		81) Date: 07/21/04	

### Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*  
\*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Daniel	MI: E	Last Name: Hopkins	Suffix:
83) Title: Sr VP of Finance and Treasurer			
Signature: Daniel E Hopkins		84) Date: 07/21/04	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
KNLF212	CW							
KNLF221	CW							

**FCC Form 603  
Schedule A**
**Schedule for Assignments of Authorization  
and Transfers of Control in Auctioned Services**

 Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

**Assignments of Authorization**
**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**
**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**
**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Bryan, GA</b>	Schedule C # Attached:	<b>23417</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

### 6) Coverage Requirements - Partitioning

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

### 7) Coverage Requirements - Disaggregation

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Bulloch, GA</b>	Schedule C # Attached:	<b>55983</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221****Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Chatham,GA</b>	Schedule C # Attached:	<b>232048</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No)	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for
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Option 1	meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggregatee each certify that the Disaggregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggregatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Effingham,GA</b>	Schedule C # Attached:	<b>37535</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

### 6) Coverage Requirements - Partitioning

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

### 7) Coverage Requirements - Disaggregation

(No) Option 1	Disaggregator and Disaggregatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggregatee each certify that the Disaggregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggregatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Liberty,GA</b>	Schedule C # Attached:	<b>61610</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

### 6) Coverage Requirements - Partitioning

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

### 7) Coverage Requirements - Disaggregation

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Screven,GA</b>	Schedule C # Attached:	<b>15374</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

### 6) Coverage Requirements - Partitioning

<b>(Yes)</b> Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
<b>(No)</b> Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

<b>(No)</b> Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(No)</b> Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(Yes)</b> Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221****Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Beaufort, SC</b>	Schedule C # Attached:	<b>120937</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

**6) Coverage Requirements - Partitioning**

<b>(Yes)</b> Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
<b>(No)</b> Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

<b>(No)</b> Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(No)</b> Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(Yes)</b> Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Hampton, SC</b>	Schedule C # Attached:	<b>21386</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

### 6) Coverage Requirements - Partitioning

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

### 7) Coverage Requirements - Disaggregation

(No) Option 1	Disaggregator and Disaggrantee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggrantee each certify that the Disaggrantee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggrantee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Jasper, SC</b>	Schedule C # Attached:	<b>20678</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221****Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Appling, GA</b>	Schedule C # Attached:	<b>17419</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>
<b>01940.00000</b>	<b>01945.00000</b>

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
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(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.
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**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

**Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Candler, GA</b>	Schedule C # Attached:	<b>9577</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>
<b>01940.00000</b>	<b>01945.00000</b>

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.

<b>(Yes)</b> Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.
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<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Emanuel, GA</b>	Schedule C # Attached:	<b>21837</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>
<b>01940.00000</b>	<b>01945.00000</b>

### 6) Coverage Requirements - Partitioning

<b>(Yes)</b> Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
<b>(No)</b> Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

### 7) Coverage Requirements - Disaggregation

<b>(No)</b> Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(No)</b> Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(Yes)</b> Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

**Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Evans,GA</b>	Schedule C # Attached:	<b>10495</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>
<b>01940.00000</b>	<b>01945.00000</b>

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221****Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Jeff Davis,GA</b>	Schedule C # Attached:	<b>12684</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>

01940.00000

01945.00000

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

FCC Form 603  
Schedule B

Partition and Disaggregation Schedule

Approved by OMB  
3060 - 0800  
See instructions for public  
burden estimate

1) Partitioner/Disaggregator Call Sign: KNLF221

**Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
Long, GA	Schedule C # Attached:	10304

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01860.00000	01865.00000
01940.00000	01945.00000

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**



(No) Option 1	Disaggregator and Disagregatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disagregatee each certify that the Disagregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disagregatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Montgomery, GA</b>	Schedule C # Attached:	<b>8270</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>
<b>01940.00000</b>	<b>01945.00000</b>

### 6) Coverage Requirements - Partitioning

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

### 7) Coverage Requirements - Disaggregation

(No) Option 1	Disaggregator and Disagregatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disagregatee each certify that the Disagregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disagregatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public
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burden estimate

1) Partitioner/Disaggregator Call Sign: KNLF221

**Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
Tattnall,GA	Schedule C # Attached:	22305

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01860.00000	01865.00000
01940.00000	01945.00000

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

FCC Form 603  
Schedule B

Partition and Disaggregation Schedule

Approved by OMB  
3060 - 0800  
See instructions for public  
burden estimate

1) Partitioner/Disaggregator Call Sign: KNLF221

**Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
Toombs,GA	Schedule C # Attached:	26067

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01860.00000	01865.00000
01940.00000	01945.00000

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF221****Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>Wayne,GA</b>	Schedule C # Attached:	<b>26565</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01860.00000	01865.00000
01940.00000	01945.00000

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
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(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.
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**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF212****Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>BTA020</b>	Schedule C # Attached:	<b>608250</b>

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>
<b>01940.00000</b>	<b>01945.00000</b>

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.

<b>(Yes)</b> Option 3	Disaggregator and Disagregatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.
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<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF212**

### Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
<b>BTA214</b>	Schedule C # Attached:	<b>150355</b>

### 5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
<b>01860.00000</b>	<b>01865.00000</b>
<b>01940.00000</b>	<b>01945.00000</b>

### 6) Coverage Requirements - Partitioning

<b>(Yes)</b> Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
<b>(No)</b> Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

### 7) Coverage Requirements - Disaggregation

<b>(No)</b> Option 1	Disaggregator and Disagregatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(No)</b> Option 2	Disaggregator and Disagregatee each certify that the Disagregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
<b>(Yes)</b> Option 3	Disaggregator and Disagregatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

<b>FCC Form 603 Schedule B</b>	<b>Partition and Disaggregation Schedule</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **KNLF212**

**Geographic Area Partitioned**

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
BTA478	Schedule C # Attached:	329281

**5) Spectrum Disaggregated (in MHz)**

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01860.00000	01865.00000
01940.00000	01945.00000

**6) Coverage Requirements - Partitioning**

(Yes) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(No) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

**7) Coverage Requirements - Disaggregation**

(No) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(Yes) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	07/21/04	Exhibit 1: Description of Transaction	<a href="#">0179488915493626149575336.pdf</a>
Other	07/21/04	Exhibit 1-Attachment A: Spectrum Aggregation	<a href="#">0179488925493626149575336.pdf</a>
Other	07/21/04	Exhibit 1-Attachment B: List of Competitors	<a href="#">0179488935493626149575336.pdf</a>
Other	07/21/04	Exhibit 2: Pending Litigation	<a href="#">0179488945493626149575336.pdf</a>

### **Description of Transaction and Public Interest Statement**

By this and three related applications, AT&T Wireless PCS, LLC ("AWP"), a subsidiary of AT&T Wireless Services, Inc. ("AWS"), Triton PCS License Company L.L.C. ("Triton License"), a subsidiary of Triton PCS, Inc. ("Triton") and Lafayette Communications Company L.L.C. ("Lafayette") (collectively, the "Parties"), hereby seek Commission consent for the assignment and partial assignment of certain A- and C-Block Personal Communications Services ("PCS") licenses. For the reasons set forth below, the Parties respectfully submit that Commission approval of the proposed transaction would serve the public interest, convenience, and necessity.

#### **Description of Transaction**

The Parties seek Commission approval to exchange PCS spectrum in various markets located primarily in Georgia and North Carolina. As a result of the spectrum exchange, AWP will acquire 5 MHz of additional spectrum in the Savannah, GA BTA<sup>1</sup> and 20 MHz in the Augusta, GA BTA. In exchange, AWP will assign to Triton 10 MHz of PCS spectrum in the Asheville, NC, Jacksonville, NC, and Wilmington, NC BTAs. Also, in a related transaction, AWS will relinquish all of its equity in Triton. Accordingly, following consummation of the instant transaction, AWS will neither hold any equity in Triton nor will it have the right to a director's position in Triton, resulting in AWS having no indicia of control in Triton's spectrum holdings. The instant transaction is conditioned on consummation of the proposed merger between Cingular Wireless Corporation ("Cingular") and AWS (the "Cingular-AWS Merger").<sup>2</sup>

As described in more detail below, the transaction involves three discrete steps:

- A partial assignment of A-Block PCS spectrum from AWP to Triton License;
- An assignment of C-Block PCS spectrum from Lafayette to Triton License; and
- An assignment of C-Block PCS spectrum from Triton License to AWP (this assignment includes the C-Block PCS spectrum to be received by Triton License from Lafayette).

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<sup>1</sup> AWP will assign 10 MHz of A-Block spectrum to Triton in exchange for Triton assigning 15 MHz of C-Block spectrum to AWP, for a net increase of 5 MHz. As described below, the 15 MHz of C-Block spectrum being assigned from Triton to AWP consists of a 15 MHz C-Block license held by Triton for 9 of the 19 counties in the Savannah BTA, as well as a 15 MHz C-Block license that Triton will acquire from Lafayette for the same frequencies in the remainder of the BTA.

<sup>2</sup> See FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, DA 04-932 (rel. Apr. 2, 2004). Separately, Triton, AWS, and Cingular Wireless LLC have entered into a non-binding letter of intent to exchange assets and spectrum in various other markets. See Cingular News Release, "Cingular, AT&T Wireless and Triton PCS Sign Letter of Intent to Exchange Operations in N. Carolina, Puerto Rico, and Virginia," (rel. July 8, 2004) at [www.cingular.com/about/latest\\_news/](http://www.cingular.com/about/latest_news/). That proposed exchange is not the subject of the instant applications.

All assignments will be consummated contemporaneously. The spectrum involved in each assignment application follows:

*Application 1 (ULS File No. 0001810683) (Lead Application). Partial Assignment from AT&T Wireless PCS, LLC to Triton PCS License Company L.L.C.*

From Call Sign	Market	BTA	Block	MHz	Frequencies	License Grant Date	5-Yr Build-Out File Number	Build-Out Notification Grant Date
KNLF221	Savannah, GA	410	A	10	1860-1865, 1940-1945	06/23/95	0000180985	08/09/00
KNLF212	Asheville, NC	020	A	10	1860-1865, 1940-1945	06/23/95	0000181887	08/09/00
KNLF212	Wilmington, NC	478	A	10	1860-1865, 1940-1945	06/23/95	0000181887	08/09/00
KNLF212	Jacksonville, NC	214	A	10	1860-1865, 1940-1945	06/23/95	0000181887	08/09/00

*Application 2 (ULS File No. 0001808915). Full Assignment from Lafayette Communications Company L.L.C. to Triton PCS License Company L.L.C.*

Call Sign	Market	BTA	Block	MHz	Frequencies	License Grant Date	5-Yr Build-Out File Number	Build-Out Notification Grant Date
WPOK658	Savannah, GA <sup>3</sup>	410	C2	15	1895-1902.5, 1975-1982.5	09/29/99	0000715668	01/28/02

*Application 3 (ULS File No. 0001810164). Full Assignment from Triton PCS License Company L.L.C. to AT&T Wireless PCS, LLC.*

Call Sign	Market	BTA	Block	MHz	Frequencies	License Grant Date	5-Yr Build-Out File Number	Build-Out Notification Grant Date
WPWL461	Savannah, GA <sup>4</sup>	410	C2	15	1895-1902.5, 1975-1982.5	09/13/02	0000715668	01/28/02
WPWL463	Augusta, GA	026	C	20	1895-1905, 1975-1985	09/13/02	0000715663	01/28/02

<sup>3</sup> License only includes 10 of 19 counties (all in GA) in the Savannah, GA BTA (BTA410): Appling, Candler, Emanuel, Evans, Jeff Davis, Long, Montgomery, Tattnall, Toombs, and Wayne.

<sup>4</sup> License only includes 9 of 19 counties (in GA and SC) in the Savannah, GA BTA (BTA410): Bryan, Bulloch, Chatham, Effingham, Liberty, Screven, Beaufort, Hampton, and Jasper.



Application 4 (Filed Manually). Full Assignment from Triton PCS License Company L.L.C. to AT&T Wireless PCS, LLC.

Call Sign	Market	BTA	Block	MHz	Frequencies	License Grant Date	5-15 Build-Out File Number	Build-Out Notification Grant Date
WPOK658	Savannah, GA <sup>5</sup>	410	C2	15	1895-1902.5, 1975-1982.5	09/29/99	0000715668	01/28/02

### Qualifications

AWP is a wholly-owned subsidiary of AWS which, at the time of consummation of the instant transaction, will be an indirect wholly-owned subsidiary of Cingular.<sup>6</sup> The other assignee, Triton License, is a wholly-owned subsidiary of Triton. The financial, technical, and legal qualifications of AWS and Cingular are a matter of public record.<sup>7</sup> Triton License is also a long-standing FCC licensee and has the requisite qualifications to hold the spectrum at issue here. A FCC Form 602 providing ownership information for AWS and Triton License at the time of consummation is on file with the Commission.<sup>8</sup>

### Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended ("the Act"), requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.<sup>9</sup> To make that assessment, the Commission generally considers four factors: "(1) whether the transaction would result in the violation of the Act or any

<sup>5</sup> See *supra* note 3.

<sup>6</sup> As noted, consummation of the instant transaction is conditioned on the closing of the Cingular-AWS Merger. See *supra* note [ ] and accompanying text.

<sup>7</sup> See *Wireless Telecommunications Bureau Grants Consent for the Assignment of Licenses to AT&T Wireless Services, Inc., Cingular Wireless LLC, Meriwether Communications LLC, and Skagit Wireless, LLC*, Public Notice, 18 F.C.C.R. 9975 (WTB 2003); *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in Possession, to subsidiaries of Cingular Wireless LLC*, WT Docket 03-217, *Memorandum Opinion and Order*, FCC 04-26 (rel. Feb. 12, 2004).

<sup>8</sup> See 47 C.F.R. §§ 1.919, 1.2112(a). Based on the prior guidance from the Wireless Telecommunications Bureau, the Form 602 for AWS satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission's rules for the assignees that are wholly-owned subsidiaries of AWS, such as AWP. In addition, the Form 602 on file for Cingular Wireless Corporation shows the ownership information for AWS following the Cingular-AWS Merger. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 F.C.C.R. 8261, 8264-65 (WTB 1999).

<sup>9</sup> Section 310(d) provides that "no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby." 47 U.S.C. § 310(d).

other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits."<sup>10</sup> As part of its public interest analysis, the Commission reviews whether the transaction will have anti-competitive effects and, if so, whether there are overriding public interest benefits that would support a grant.

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission's rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.<sup>11</sup> The instant applications meet this standard.<sup>12</sup>

The assignments proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the proposed transaction fully complies with all Commission rules and regulations and does not require any waivers pertinent to the transaction.<sup>13</sup> Because the PCS licenses involved in the spectrum exchange were originally awarded through competitive bidding more than three years ago, the reporting requirements contained in Section 1.2111(a) do not apply.<sup>14</sup> Moreover, although there are C-Block PCS licenses involved in the exchange that were originally set aside for and/or obtained by designated entities utilizing a bidding credit in Auction No. 22, the relevant five year construction requirements have been

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<sup>10</sup> *Applications of SBC Communications Inc. and BellSouth Corp.*, 15 F.C.C.R. 25459, 25463-64 (WTB/IB 2000) (citation omitted); *Applications of Ameritech Corp. and SBC Communications Inc.*, 14 F.C.C.R. 14712, 14737-38 (1999) ("Ameritech-SBC Order"); see also *EchoStar Communications Corp., (a Nevada Corp.), Gen. Motors Corp., and Hughes Electronics Corp. (Delaware Corp.) (Transferors) and EchoStar Communications Corp. (a Delaware Corp.) (Transferee)*, 17 F.C.C.R. 20559, 20574 (2002); *Application of WorldCom, Inc. and MCI Communications Corp.*, 13 F.C.C.R. 18025, 18030-32 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 F.C.C.R. 15351, 15367-68 (1997).

<sup>11</sup> See *Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 F.C.C.R. 3160, 3170 (1999); *Ameritech-SBC Order*, 14 F.C.C.R. at 14740-41.

<sup>12</sup> The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 F.C.C.R. 21292, 21315 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, "[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Applications of Pacific Telesis Group and SBC Communications Inc.*, 12 F.C.C.R. 2624, 2626-27 (1997); see also *Comcast Cellular Holdings, Inc. and SBC Communications, Inc.*, 14 F.C.C.R. 10604, 10608-09 (WTB 1999).

<sup>13</sup> In connection with the manually-filed application, the Parties are requesting a limited waiver of the Commission's electronic filing requirement. See 47 C.F.R. 1.913.

<sup>14</sup> See 47 C.F.R. § 1.2111(a).

satisfied.<sup>15</sup> The licenses are therefore freely assignable.<sup>16</sup> Further, for Stations WPWL461 and WPWL463, all applicable unjust enrichment provisions have been satisfied in connection with previous assignments consented to by the Commission.<sup>17</sup> While Station WPOK658 was originally obtained through competitive bidding less than five years ago through utilization of a bidding credit, the five year unjust enrichment period ends on September 29, 2004 for this license.<sup>18</sup> Accordingly, to the extent that the proposed assignment to Triton License and then to AWP is consummated after that date, no unjust enrichment provisions apply.<sup>19</sup> There are also no outstanding debts owed to the Commission for these particular licenses.

While the to-be-assigned licenses will overlap other CMRS licenses that are owned 10% or more by AWS and Triton, AWS' and Triton's total spectrum holdings in entities in which either has a 10% or greater equity interest as a result of this transaction will not exceed 45 MHz in any of the given markets with one exception.<sup>20</sup> In the Savannah, GA BTA, AWS will have a 10% or greater equity interest in 70 MHz of spectrum in only 4 of the 19 counties in this BTA.<sup>21</sup> The Commission has previously found a similar spectrum holding for an *entire* market area to be in the public interest<sup>22</sup> and, as described below, the market is fully competitive.

The transaction will not cause an overall diminution of competition in the markets. First, both AWS and Triton will provide facilities-based service in the subject Georgia and North Carolina markets following the spectrum exchange, so there will be no impact on competition.

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<sup>15</sup> In connection with the partial assignments from AWP to Triton License, 10 MHz of A-Block PCS spectrum will be (i) partitioned from Station KNLF221 in 10 of the 19 counties in the Savannah, GA BTA; (ii) partitioned and disaggregated from Station KNLF221 for the remaining 9 counties in the Savannah, GA BTA; and (iii) partitioned from Station KNLF212 for the Asheville, NC, Jacksonville, NC, and Wilmington, NC BTAs. The 10 MHz partitions and/or disaggregations will come from an originally issued 30 MHz A-Block license. The Parties certify that the five year construction obligations have already been satisfied and that the partitionee/disagregatee will be responsible for meeting the ten-year construction benchmark for the partitioned/disaggregated area. The parties have chosen Option 1 in response to Question 6 (for the partitions and partitions/disaggregations involved) and Option 3 in response to Question 7 of the Schedule B (for the partitions/disaggregations involved) to represent this scenario.

<sup>16</sup> See 47 C.F.R. § 24.839(a)(1).

<sup>17</sup> See *Public Notice*, Report No. 1290 (WTB rel. Sept. 18, 2002) (granting ULS File No. 0000923463).

<sup>18</sup> Lafayette qualified for a 15 percent bidding credit when it obtained the license from the original auction winner who had received a 25 percent bidding credit. See ULS File No. 0000286572. Accordingly, Lafayette repaid the difference between the two bidding credits when it obtained the license. See *Public Notice*, Report No. 892 (WTB rel. June 20, 2001).

<sup>19</sup> See 47 C.F.R. § 1.2111(a).

<sup>20</sup> See Attachment A. These spectrum totals assume consummation of the Cingular-AWS Merger.

<sup>21</sup> See Attachment A. The four Georgia counties are: Appling, Evans, Tattnall, and Toombs.

<sup>22</sup> See *Wireless Telecommunications Bureau Grants Consent for the Assignment of Licenses to AT&T Wireless Services, Inc., Cingular Wireless LLC, Meriweather Communications LLC, and Skagit Wireless, LLC*, WT Docket No. 03-46, *Public Notice*, 18 F.C.C.R. 9975 (rel. May 14, 2003) (consenting to a transaction resulting in a spectrum overlap of 65 MHz in the Hawaii 1 – Kauai RSA).

Specifically, AWS, through its merger with Cingular, will provide facilities-based service in the North Carolina markets. In addition, Triton will continue to provide facilities-based service in the Augusta, GA BTA on the 30 MHz of spectrum it will retain in this market after the proposed transaction is closed. Consequently, no subscribers will change carriers as a result of this transaction.<sup>23</sup> Second, a substantial number of competitors are in these markets.<sup>24</sup> These competitors include well-established national and regional operators whose presence will ensure a high degree of competition.<sup>25</sup>

The transaction will also yield substantial public interest benefits. Grant of the applications will enable the parties to complement their existing spectrum holdings and will increase spectrum capacity in the overlap markets. This will allow the parties to improve the quality of service in congested areas and decrease the costs of providing such service. In particular, Triton will be able to expand its facilities-based operations into the entire Savannah, GA BTA and not just nine counties where it currently provides service. The transaction will thus help fill out Triton's regional coverage footprints and will provide its customers with a wider calling area.

### Conclusion

Based on the foregoing, grant of the proposed transaction would serve the public interest. Accordingly, the Parties request that the Commission expeditiously approve the instant applications to implement this transaction.

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<sup>23</sup> In those markets where spectrum is being exchanged, the Applicants will transition their respective customers to spectrum they are retaining. In those markets where spectrum is being sold, such spectrum is currently not used to provide commercial service.

<sup>24</sup> See Attachment B.

<sup>25</sup> See *id.*; see *Applications of Northcoast Communications, LLC and Celco Partnership d/b/a Verizon Wireless*, 18 F.C.C.R. 6490, 6493-94 (CWD/WTB 2003) (finding that, with six competitors operating in an area, a transaction will result in no harm to rates and/or service); *Wireless Telecommunications Bureau Grants Consent for the Assignment of Licenses to AT&T Wireless Services, Inc., Cingular Wireless LLC, Meriwether Communications LLC, and Skagit Wireless, LLC, Public Notice*, 18 F.C.C.R. 9975 (WTB 2003) (approving transaction that resulted in the elimination of an actual competitor where five actual competitors remained in the market).

**AWS Spectrum Aggregation**

- Cellular and PCS License Holdings Owned 10% or More in Subject Market Areas:

BTA Name	County	State	Total MHz Before <sup>1</sup>	(-) Triton MHz <sup>2</sup>	(-) AWS MHz Sold to Triton <sup>3</sup>	(+) Triton MHz Sold to AWS <sup>4</sup>	(-) Total MHz After
Augusta, GA (BTA026)	Burke	GA	70	50	0	20	40
Augusta, GA (BTA026)	Columbia	GA	70	50	0	20	40
Augusta, GA (BTA026)	Glascok	GA	70	50	0	20	40
Augusta, GA (BTA026)	Jefferson	GA	70	50	0	20	40
Augusta, GA (BTA026)	Jenkins	GA	70	50	0	20	40
Augusta, GA (BTA026)	Lincoln	GA	70	50	0	20	40
Augusta, GA (BTA026)	McDuffie	GA	70	50	0	20	40
Augusta, GA (BTA026)	Richmond	GA	70	50	0	20	40
Augusta, GA (BTA026)	Taliaferro	GA	70	50	0	20	40
Augusta, GA (BTA026)	Warren	GA	70	50	0	20	40
Augusta, GA (BTA026)	Wilkes	GA	70	50	0	20	40
Augusta, GA (BTA026)	Aiken	SC	70	50	0	20	40
Augusta, GA (BTA026)	Allendale	SC	70	50	0	20	40
Augusta, GA (BTA026)	Barnwell	SC	70	50	0	20	40
Augusta, GA (BTA026)	Edgefield	SC	70	50	0	20	40
Savannah, GA (BTA410)	Appling	GA	65	0	10	15	70
Savannah, GA (BTA410)	Bryan	GA	55	35	10	15	25
Savannah, GA (BTA410)	Bulloch	GA	55	35	10	15	25
Savannah, GA (BTA410)	Candler	GA	40	0	10	15	45
Savannah, GA (BTA410)	Chatham	GA	55	35	10	15	25
Savannah, GA (BTA410)	Effingham	GA	55	35	10	15	25
Savannah, GA (BTA410)	Emanuel	GA	40	0	10	15	45
Savannah, GA (BTA410)	Evans	GA	65	0	10	15	70
Savannah, GA (BTA410)	Jeff Davis	GA	40	0	10	15	45
Savannah, GA (BTA410)	Liberty	GA	55	35	10	15	25
Savannah, GA (BTA410)	Long	GA	40	0	10	15	45
Savannah, GA (BTA410)	Montgomery	GA	40	0	10	15	45
Savannah, GA (BTA410)	Screven	GA	55	35	10	15	25

<sup>1</sup> Total amount of spectrum owned 10% or more by AWS/Cingular following consummation of Cingular-AWS merger.

<sup>2</sup> Total amount of Triton spectrum owned 10% or more by Cingular following the Cingular-AWS merger; upon consummation of the instant transaction, this spectrum will not be 10% or more owned by Cingular.

<sup>3</sup> AWS/Cingular spectrum being sold to Triton.

<sup>4</sup> Triton spectrum being sold to AWS/Cingular.

BTA Name	County	State	Total MHz Before	(-) Triton MHz	(-) AWS MHz Sold to Triton	(+) Triton MHz Sold to AWS	(=) Total MHz After
Savannah, GA (BTA410)	Tattnall	GA	65	0	10	15	70
Savannah, GA (BTA410)	Toombs	GA	65	0	10	15	70
Savannah, GA (BTA410)	Wayne	GA	40	0	10	15	45
Savannah, GA (BTA410)	Beaufort	SC	55	35	10	15	25
Savannah, GA (BTA410)	Hampton	SC	55	35	10	15	25
Savannah, GA (BTA410)	Jasper	SC	55	35	10	15	25

**Triton Spectrum Aggregation**

- Cellular and PCS License Holdings Owned 10% or More in Subject Market Areas:

BTA Name	County	State	Total MHz Before	(-) AWS MHz Sold to Triton	(=) Total MHz After
Asheville-Hendersonville, NC (BTA020)	Avery	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Buncombe	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Cherokee	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Clay	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Graham	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Haywood	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Henderson	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Jackson	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	McDowell	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Macon	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Madison	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Mitchell	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Swain	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Transylvania	NC	20	10	30
Asheville-Hendersonville, NC (BTA020)	Yancey	NC	20	10	30
Jacksonville, NC (BTA214)	Onslow	NC	20	10	30
Savannah, GA (BTA410)	Appling	GA	0	10	10
Savannah, GA (BTA410)	Bryan	GA	35	10	30
Savannah, GA (BTA410)	Bulloch	GA	35	10	30
Savannah, GA (BTA410)	Candler	GA	0	10	10
Savannah, GA (BTA410)	Chatham	GA	35	10	30
Savannah, GA (BTA410)	Effingham	GA	35	10	30
Savannah, GA (BTA410)	Emanuel	GA	0	10	10

FCC Form 603  
Exhibit 1  
Attachment A  
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BTA Name	County	State	Total MHz Before	(+) ABE Spectrum Sold at Triton	(=) Total MHz After
Savannah, GA (BTA410)	Evans	GA	0	10	10
Savannah, GA (BTA410)	Jeff Davis	GA	0	10	10
Savannah, GA (BTA410)	Liberty	GA	35	10	30
Savannah, GA (BTA410)	Long	GA	0	10	10
Savannah, GA (BTA410)	Montgomery	GA	0	10	10
Savannah, GA (BTA410)	Screven	GA	35	10	30
Savannah, GA (BTA410)	Tattnall	GA	0	10	10
Savannah, GA (BTA410)	Toombs	GA	0	10	10
Savannah, GA (BTA410)	Wayne	GA	0	10	10
Savannah, GA (BTA410)	Beaufort	SC	35	10	30
Savannah, GA (BTA410)	Hampton	SC	35	10	30
Savannah, GA (BTA410)	Jasper	SC	35	10	30
Wilmington, NC (BTA478)	Brunswick	NC	20	10	30
Wilmington, NC (BTA478)	Columbus	NC	20	10	30
Wilmington, NC (BTA478)	New Hanover	NC	20	10	30
Wilmington, NC (BTA478)	Pender	NC	20	10	30

Wireless Competitors in Subject Market Areas<sup>1</sup>
 Constructed Facilities<sup>2</sup>

BTA Name (BTA#)	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESMR
Asheville-Hendersonville, NC (BTA020)	B.A. Asheville Cellco Part. NC-2 LLC	NC RSA #1 NC RSA 3 Cel.	AT&T Wir. PCS Triton PCS	BellSouth P.C.	NextWave	SprintCom	ALLTEL Com.	Urban Comm-NC	Nextel
Augusta, GA (BTA026)	Cellco Part. VZW Wir. (VAW) VZW East	ALLTEL Com. GA RSA #1 NE GA RSA SC RSA #2 SC RSA #7 Wilkes Cel.	AT&T Wir. PCS Triton PCS	Powertel Atlanta	Triton PCS	SprintCom	BellSouth P.C.	VSTR GSM II	Nextel Southern
Jacksonville, NC (BTA214)	Jacksonville Cel.	ALLTEL Com.	AT&T Wireless PCS Triton PCS	BellSouth P.C.	Urban Comm-NC	SprintCom	ALLTEL Com.	ComScape Tel.	Nextel
Savannah, GA (BTA410)	AT&T Wir. PCS Cellco Part. VZW East	ALLTEL Com. GA RSA #1 GA RSA #12 SC RSA #1	AT&T Wir. PCS Triton PCS	Powertel Atlanta	Hargray Wir. Lafayette Comm. Co. Triton PCS	SprintCom	BellSouth P.C.	VSTR GSM II	Nextel Southern
Wilmington, NC (BTA478)	NC RSA #9 Wilmington Cel.	ALLTEL Com.	AT&T Wir. PCS Triton PCS	All. Seawinds BellSouth P.C.	Urban Comm-NC	SprintCom	ALLTEL Com.	ComScape Tel.	Nextel

<sup>1</sup> Major Trading Areas (MTAs) (used for assigning PCS A & B licenses) and Metropolitan Statistical Areas (MSAs) and Rural Service Areas (RSAs) (used for assigning Cellular A & B licenses) do not coincide exactly with BTAs, therefore licenses assigned via MTA, MSA, or RSA may be noted in multiple BTAs. As a result, the licenses listed under cellular block (A or B) do not compete against other cellular licenses in their block, rather each is licensed to serve a separate geographic region of the pertinent BTA and competes against the other cellular and operating PCS carriers in the BTA.

<sup>2</sup> Denotes active cellular licenses granted more than 18 months ago, active PCS licenses for which a construction notification has been filed, and other sources of publicly-available information; carriers that have completed construction may not be operating, and carriers that are operating may not have filed construction notices. In instances where there are multiple carriers within a license block in a particular BTA, the block is shaded if any of the carriers satisfy the criteria in the preceding sentence. This chart lists licensed, facilities-based terrestrial carriers only, and does not include resellers or satellite service providers.



SPECTRUM OVERLAPS  
CELLCO - CENTENNIAL TRANSACTION

Indianapolis, IN	Boone	25	10	35
	Decatur	25	10	35
	Hamilton	25	10	35
	Hancock	25	10	35
	Hendricks	25	10	35
	Johnson	25	10	35
	Marion	25	10	35
	Morgan	25	10	35
	Putnam	0	10	10
	Rush	25	10	35
	Shelby	25	10	35
Lafayette, IN	Benton	0	10	10
	Carrol	0	10	10
	Clinton	0	10	10
	Montgomery	0	10	10
	Tippecanoe	25	10	35
	White	25	10	35